

**Pacifica Foundation**  
**Agenda - KPFT LSB Regular Meeting/Assembly of Delegates**  
**Zoom Teleconference**  
**August 14, 2024, 7:00 pm**

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|--|---------------------------------|----------|
| 1. Call to Order: 7:00pm   | LSB Chair: Sean Kelly McPherson |          |
| 2. Roll Call/ Quorum. ( <i>Requests for Excused Absences</i> )                         | LSB Secretary: Robert Lee       | (5 min.) |
| 3. Agenda Approval. ( <i>After Agenda is approved, requires a 2/3 Vote to Change</i> ) |                                 | (5 min.) |
| 4. Announcements by Chair (including Vacancies, Non-Disclosure Agreements)             |                                 | (5 min.) |

**Adjourn to Assembly of Delegates to:**  
**(1) Ratify e-mail election of Marianne Martinez as PNB Director to fill vacancy,**  
**(2) Fill the Delegate/LSB vacancies**

\* **Start Time Certain for Delegates Assembly: no later than 7:30 pm**

- Ratify election of Marianne Martinez as PNB Listener Representative Director (5 min)
- Fill Listener LSB/Delegate Vacancies: (20 min.)
  - Nominations for each candidate
  - Statements by each candidate
  - Motion to authorize tellers to conduct the balloting by email (See Appendix A)
- If the business for the Assembly of Delegates is not completed by 8 pm, it may be interrupted for Public Comment at that time, then continue if needed after Public Comment.

**Adjourn Assembly of Delegates and Reconvene LSB Meeting**

<b>8:00 Public Comment.</b>	<b>(30 min.)</b>
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| 5. Minutes Approval ( <i>for July 17, 2024 meeting</i> ) | (10 min.)                             |
| 6. Staff Recognition                                     | (5 min.)                              |
| 7. Interim General Manager's Report                      | (15 min.)                             |
| 8. PNB Representatives Report                            | (15 min.)                             |
| 9. KPFT LSB Committee Reports                            | (5 min. each)                         |
| A. Development and Outreach                              |                                       |
| B. Finance   |                                       |
| C. Governance  |                                       |
| D. Management Selection & Review (MSRC)                  |                                       |
| 10. Unfinished Business                                  | (10 min.)                             |
| 11. New Business   | (10 min.)                             |
| 12. Confirm Next Meeting Date (Sep. 11, 2024)            |                                       |
| 13. Adjourn  | <b>Certain by 10:00 pm or earlier</b> |

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**Appendix A - Motion for E-Voting for Filling Delegate Vacancy**

WHEREAS, Article Four, Section 10 of The Pacifica Bylaws authorizes the Delegates to appoint a Member of the appropriate class to complete the term of a local delegate vacancy which occurs mid-term after the alternates list from the last election has been exhausted,

AND WHEREAS, the KPFT Delegates have two mid-term vacancies, and no eligible and available candidate from the last election,

RESOLVED, that the election of KPFT Listener-Sponsor Delegates to complete the vacant 2-year terms which began on December 13, 2023 shall be conducted via electronic mail, with Terry L. Goodman serving as Chair of Tellers and Sara Roos serving as Secondary Ballot Recipient and Teller.

FURTHER RESOLVED, that all currently serving KPFT Delegates are authorized to vote and will be sent voting instructions and ballots via email by one of the tellers on or after Aug. 14, 2024, and that the polls shall close 7 days later at 11:59 pm Central Daylight Time.

The Chair of Tellers will distribute preliminary tally results to all voters soon after the tellers agree on those results.

If for some reason Terry Goodman or Sara Roos are unwilling or unable to conduct these elections, the Chair is authorized to designate other neutral persons to do so. If quorum is not met by the close of polls, the Chair of Tellers is authorized to re-open the polls and declare a new deadline.

Election ties are to be resolved and the final results declared by the person presiding at the next meeting of the Delegates after the preliminary tally distribution. The final results should be ratified by a vote of the Delegates.

To facilitate these elections, after the adoption of this motion, the Secretary or Secretary Pro Tem shall send to both tellers the roster of current KPFT Delegates with email addresses, the names of the nominated candidates and the position to which they have been nominated (Listener-Sponsor Delegate), and the exact text of this motion as finally adopted.

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**Appendix B**  
**Motion Approved at July 17, 2024 Delegates Meeting**  
**Regarding Filling Current Delegate Vacancy for KPFT**

WHEREAS, the KPFT LSB established a procedure at its meeting on May 8, 2024, regarding filling of a Delegate vacancy, and

WHEREAS, Pacifica Bylaws Article Four, Delegates, Section 10, Filling Vacancies provides: If a Delegate position becomes vacant mid-term, that Delegate shall be replaced for the remainder of his/her term by the highest ranked candidate from the last election of Delegates for that Class of Members for that station who was not elected and who is available and continues to meet the Delegate eligibility requirements as set forth in Section 2(A) or 2(B) of this Article of these Bylaws. In the event that no eligible and available candidate from the last election is found, then the Delegates for that radio station shall appoint a Member of the appropriate class to serve as Delegate and fill the seat for the remainder of the term.

WHEREAS, a Delegate in the Listener Member Class has resigned from the KPFT Board mid term and that there no eligible and available candidate from the Listener Member Class in last election is available;

WHEREAS, the KPFT LSB adopted the policy that election should be held to be fill that vacancy providing the opportunity for every Delegate to offer one nomination of a candidate for the position and that nominees will be sent to appropriate tellers to conduct the balloting.

THEREFORE, this process will include:

1. Announcements on air, on the KPFT web site, and through emails to KPFT members that the nominations will be conducted by the KPFT Delegates at its next meeting, and that members wishing to be considered should send a statement about their candidacy to [lsb@kpft.org](mailto:lsb@kpft.org) no later than midnight CDT on the Friday before that meeting;
2. The announcements shall make it clear that this is to fill a current vacancy, and that this is separate from the ongoing regular LSB elections in which KPFT members may vote;
3. The Secretary will promptly forward all candidate statements to the entire LSB for their consideration so that each Delegate may select from among these submissions to put forward at most one candidate per Delegate and so inform the Secretary (or the entire LSB) no later than the Monday before that meeting;
4. The Secretary will notify those candidates who have been selected, by one or more Delegates to nominate, that they are nominated and invite the nominees to make a statement at the following LSB/Delegates meeting (with zoom link provided);
5. The Secretary will provide time in the draft agenda for that following LSB meeting for the nominees to make statements (2 minutes each) and for there to be questions and answers among the LSB members (one round of 1 minute questions for each LSB member for all the candidates and 1 minute response for each candidate to each question) and a final statement from each candidate (1 minute).
6. Ballots will then be conveyed by the Secretary to the tellers engaged to conduct this election.